

**TAX CERTIFICATE  
OF  
WIDE AREA INFORMATION SERVERS, INC., a California corporation**

The undersigned officer of Wide Area Information Servers, Inc. ("WAIS"), on behalf of the management of WAIS hereby represents, in connection with the proposed merger of AOL Acquisition Corp., a California corporation ("Sub"), a wholly-owned subsidiary of America Online, Inc., a Delaware corporation ("AOL"), with and into WAIS pursuant to a statutory merger and related transactions (the "Merger"), with WAIS surviving the Merger, that as of the date this certificate is executed, or as otherwise indicated:

1. WAIS's management knows of no intention or plan on the part of the shareholders of WAIS to sell, exchange or otherwise dispose of the AOL voting common stock to be received in the Merger such that the WAIS shareholders would retain, in the aggregate, a continuing interest through stock ownership in AOL that is equal in value, as of the effective date of the Merger, to less than 50% of the value of all of the formerly outstanding stock of WAIS as of the same date ("50 percent requirement"). For purposes of this representation, shares of WAIS capital stock (or the portion thereof) (i) with respect to which a WAIS shareholder receives consideration in the Merger other than AOL voting common stock (including, without limitation, cash received pursuant to the exercise of dissenters' or appraisal rights, if any, or in lieu of fractional shares of AOL voting common stock) or (ii) with respect to which a sale, exchange of other disposition occurs prior to and in contemplation of the Merger, shall be considered shares of outstanding WAIS capital stock exchanged in the Merger for AOL voting common stock which were disposed of pursuant to a plan.

2. To the best knowledge of WAIS's management, the shareholders of WAIS who will exchange or cancel their stock of WAIS in the Merger own 100% of the issued and outstanding capital stock of WAIS;

3. Immediately following the Merger, WAIS will hold at least 90% of the fair market value of its net assets and at least 70% of the fair market value of its gross assets held immediately prior to the effective date of the Merger. For purposes of this representation, amounts paid by WAIS to dissenters, amounts paid by WAIS to shareholders who receive cash or other property, WAIS assets used to pay its reorganization expenses, and all redemptions and distributions (except for regular normal dividends) made by WAIS in contemplation of the Merger, will be included as assets of WAIS held immediately prior to the Merger;

4. WAIS has not disposed of any assets or declared a special dividend as part or in contemplation of the Merger, except for cash paid for shareholders perfecting dissenters rights and payments for expenses incurred in connection with the Merger and except for dispositions in the ordinary course of business;

5. Following the Merger, WAIS intends to continue its historic business or use a significant portion of its historic business assets in a business;

6. There is no intercorporate indebtedness existing between AOL and WAIS or Sub and WAIS, that was issued, acquired, or will be settled at a discount;

7. WAIS will pay its expenses, if any, incurred in connection with the Merger, except that if the Merger is consummated, AOL will pay promptly after the closing of the Merger up to \$75,000 of the reasonable legal and accounting fees and disbursements actually incurred by WAIS in connection with the Merger;

8. At the time of the Merger, the fair market value of the assets of WAIS will equal or exceed the sum of its liabilities, plus the amount of liabilities, if any, to which the assets are subject;

9. WAIS has no plan or intention to issue additional shares of its stock that would result in AOL losing control of WAIS within the meaning of § 368(c) of the Internal Revenue Code;

10. WAIS is not an investment company as defined in § 368(a)(2)(F) of the Internal Revenue Code; and

11. Following the Merger, WAIS will not have outstanding any warrants, options, convertible securities or any other type of right pursuant to which any person could acquire stock in WAIS that, if exercised or converted, would affect AOL's acquisition or retention of control of WAIS within the meaning of § 368(c) of the Internal Revenue Code.

12. Notwithstanding anything herein to the contrary, WAIS makes no representation regarding any actions or conduct of WAIS pursuant to AOL's exercise of control over WAIS after the Merger.

The undersigned acknowledges that counsel to WAIS and counsel to AOL and Sub will rely upon the foregoing representations in evaluating the federal income tax consequences of the Merger.

Dated: May \_\_, 1995

**WIDE AREA INFORMATION SERVERS, INC.**

By: \_\_\_\_\_  
Brewster Kahle, President

**SIGNATURE PAGE TO WAIS TAX CERTIFICATE**